

Court File No.: CV-23-00011162-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

BETWEEN:

**ELLIOT LAKE AND NORTH SHORE CORPORATION FOR BUSINESS
DEVELOPMENT and EAST ALGOMA COMMUNITY FUTURES
DEVELOPMENT CORPORATION/ALGOMA EST SOCIETE D'AIDE AU
DEVELOPPEMENT DES COLLECTIVITES**

Applicants

-and-

ALMENARA EN EL RIO INC.

Respondent

**SECOND SUPPLEMENTARY MOTION RECORD OF THE RECEIVER,
BDO CANADA LIMITED**

August 10, 2023

ROBINS APPLEBY LLP
Barristers & Solicitors
2600 - 120 Adelaide Street West
Toronto ON M5H 1T1

Dominique Michaud LSO No. 56871V
Email: dmichaud@robapp.com
Tel: (416) 360-3795

Joey Jamil LSO No. 74614L
Email: jjamil@robapp.com
Tel: (416) 360-3783

Lawyers for the Court-Appointed Receiver,
BDO Canada Limited

TO: ALMENARA EN EL RIO INC.
57 Spanish Street
Spanish, ON P0P 2A0

AND TO: ROBINS APPLEBY LLP
2600-120 Adelaide Street West
Toronto, ON M5H 1T1

Dominique Michaud LSO No. 56871V
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Lawyers for the Court-Appointed Receiver, BDO Canada Limited

**AND TO: EAST ALGOMA COMMUNITY
FUTURES DEVELOPMENT CORPORATION**
c/o Robins Appleby LLP
2600-120 Adelaide Street West
Toronto, ON M5H 1T1

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Joey Jamil LSO No. 74614L
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**AND TO: ELLIOT LAKE AND NORTH SHORE
CORPORATION FOR BUSINESS DEVELOPMENT**
c/o Robins Appleby LLP
2600-120 Adelaide Street West
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AND TO: DEPARTMENT OF JUSTICE

Ontario Regional Office
400-120 Adelaide Street West
Toronto, ON M5H 1T1

Diane Winters LSO No.: 20824V

Email: Diane.Winters@justice.gc.ca

Tel: (416) 952-8563

Lawyers for Canada Revenue Agency

**AND TO: HER MAJESTY THE QUEEN IN RIGHT
OF THE PROVINCE OF ONTARIO AS
REPRESENTED BY THE MINISTER OF FINANCE**

Insolvency Unit
33 King Street West
Oshawa, ON L1H 8H5

Leslie Crawford

Email: leslie.crawford@ontario.ca and insolvency.unit@ontario.ca

Tel: (905) 433-5657

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TAB A

Court File No.: CV-23-00011162-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

BETWEEN:

**ELLIOT LAKE AND NORTH SHORE CORPORATION FOR BUSINESS
DEVELOPMENT and EAST ALGOMA COMMUNITY FUTURES
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Applicants

-and-

ALMENARA EN EL RIO INC.

Respondent

AFFIDAVIT OF DOMINIQUE MICHAUD

I, **DOMINIQUE MICHAUD**, of the City of Toronto, in the Province of Ontario **MAKE
OATH AND SAY:**

1. I am a partner of the law firm of Robins Appleby LLP (“**Robins**”), the lawyers for BDO Canada Limited (the “**Receiver**”), as the Court-appointed receiver of Almenara En El Rio Inc. (“**Almenara**” or the “**Debtor**”), and all of the assets, undertakings and properties of the Debtor, including the real property known municipally as 57 Spanish Street, Spanish, ON (the “**Property**”) and, as such, have knowledge of the matters contained in this Affidavit.
2. This Affidavit is provided in accordance with the ROTA Judge’s direction, which is included in the email correspondence dated August 4 and 8, 2023, attached hereto as **Exhibit “1”**.

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3. Pursuant to the Order of R.D. Gordon dated April 28,2023, the Receiver was appointed as the Receiver of the Debtor (the "**Receivership Order**").

4. Pursuant to the Order of Justice Cornell dated July 28, 2023 (the "**AVO**"), His Honour granted the Receiver's motion which sought the approval and vesting order approving, among other things, the sale agreement between the Receiver and Renee Dubois, as purchaser, made as of June 16, 2023 (the "**Sale Agreement**") vesting in Ms. Dubois Almenara's right, title, benefit and interest in the assets described in the Sale Agreement. The Sale Agreement lists Renee Dubois and/or assigns, as buyer. The preamble of the ABO defines Ms. Dubois as purchaser, which is consistent with the Sale Agreement. A copy of the AVO is attached hereto as **Exhibit "2"**.

5. A copy of the Sale Agreement was appended as Appendix C to the Confidential Supplementary Motion Record of the Receiver dated July 26, 2023, which was filed for the motion heard on July 28, 2023 and subject to a sealing order pursuant to paragraph 5 of the distribution and ancillary Order of Justice Cornell dated July 28, 2023 (the "**Distribution and Ancillary Order**"). A copy of the Distribution and Ancillary Order is attached hereto as **Exhibit "3"**.

6. On or about August 2, 2023 (after issuance of the AVO), Sydney Brooks, counsel for Ms. Dubois for the court-approved transaction, advised for the first time that Ms. Dubois wanted to assign the Sale Agreement to her company. Attached hereto as **Exhibit "4"** is a copy of the email dated August 2, 2023 from Mr. Brooks to Ms. Lexovsky.

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7. By email dated August 4, 2023, Mr. Brooks advised that the Sale Agreement will be assigned to 1000586947 Ontario Ltd. (the “**Purchaser**”). Attached hereto as **Exhibit “5”** are copies of the Purchaser’s articles of incorporation and corporation profile report. Attached hereto as **Exhibit “6”** is a copy of the executed assignment agreement, which assigns the Sale Agreement to the Purchaser.

8. The Land Registry Office’s direction regarding approval and vesting orders is as follows:

When title is being vested to a specified party by a court order (i.e. Application for Vesting Order), the OWNER in the Application for Vesting Order electronic document must be the same party that is intended in the court order to be the new owner. If it is not the same party, clients will need to either amend the Application for Vesting Order, vest the title in the name as directed by the court order, or have the court order amended to the name the wish the land to vest.

9. Paragraph 4 of the AVO states

THIS COURT ORDERS that upon the registration in the applicable land registry office or land titles office of a Transfer/Deed of Land or equivalent document, or of an application for registration of this Order in the applicable prescribed form, the applicable land registrar or equivalent official is hereby directed to enter the Purchaser as the owner of the subject real property in fee simple, and is hereby directed to delete and expunge from title to the real property all of the Claims listed in **Schedule B** hereto

10. Based on the foregoing, it appears that the LRO will not accept directions to be made with respect to a vesting order and the vesting order must explicitly name the party in whom title is to vest.

11. In the circumstances, the Receiver requires an amendment of the AVO to only change the purchaser from Renee Dubois to the Purchaser (defined as 1000586947 Ontario Ltd.). The amendment to the AVO will not change the substance of the transaction that was approved by the Honourable Justice Cornell.

12. The original purchaser, the Purchaser, and the Receiver consent to the amendment of the AVO. No party will be prejudiced by the amendment to the AVO. The Receiver requests that the Order amending the AVO be issued on an urgent basis in light of, among other things, the marina insurance of the property (the assets subject to sale in the Sale Agreement) expires on August 16, 2023. A copy of the draft Order amending the AVO is attached hereto as **Exhibit “7”**.

SWORN remotely by Dominique Michaud,
of the City of Toronto, in the Province of
Ontario, before me on the 9th day of August,
2023, in accordance with *O. Reg. 431/20*,
Administering Oath or Declaration
Remotely.



DocuSigned by:
Joey Jamil
B3F30200A61D40F...

Commissioner for Taking Affidavits
(or as may be)

JOEY JAMIL

DocuSigned by:
Dominique Michaud
5205B6ADCEAA451...

DOMINIQUE MICHAUD

THIS IS **EXHIBIT "1"** REFERRED TO IN
THE AFFIDAVIT OF **DOMINIQUE MICHAUD**
SWORN BEFORE ME BY VIDEO CONFERENCE
ON AUGUST 9, 2023

DocuSigned by:

Joey Jamil

B3F39200A54D40F...

A Commissioner, Notary, Etc.

Joey Jamil

Rachel Cheung

From: JUS-G-MAG-CSD-SudburyCourthouse <Sudburycourthouse@ontario.ca>
Sent: Tuesday, August 08, 2023 9:28 AM
To: Joey Jamil
Cc: Dominique Michaud
Subject: RE: Urgent request for amendment of Order - Elliot Lake and East Algoma v. Almenara en el Rio Inc. - Court File No.: CV-23-00011162-0000

CAUTION: External e-mail.

Good morning,

Please see below note from the ROTA Judge.

Amended Order will be considered for signature however there must be evidence to support it, and not simply submissions of counsel. There should be a short affidavit setting out the nature of the change that is being requested, and that the amendment will change nothing of the substance of the transaction that was approved by Cornell J., but only the legal identity of the purchaser.

Kind regards,

Ali Kimmel
Court and Client Representative
Superior Court of Justice
155 Elm Street
Sudbury, ON P3C 1T9
Alison.kimmel@ontario.ca



From: Joey Jamil <jjamil@robapp.com>
Sent: August 4, 2023 12:00 PM
To: JUS-G-MAG-CSD-SudburyCourthouse <Sudburycourthouse@ontario.ca>
Cc: Dominique Michaud <dmichaud@robapp.com>; Mrsnik, Marlene (MAG) <Marlene.Mrsnik@ontario.ca>
Subject: Urgent request for amendment of Order - Elliot Lake and East Algoma v. Almenara en el Rio Inc. - Court File No.: CV-23-00011162-0000

CAUTION -- EXTERNAL E-MAIL - Do not click links or open attachments unless you recognize the sender.

Good afternoon,

We are counsel for the Receiver in the above-noted matter and we are requesting that the attached Order amending the Approval and Vesting Order dated July 28, 2023 be signed on an urgent basis. Note that the only amendment we are seeking is the name of the purchaser.

On Friday July 28, Justice Cornell issued the attached Approval and Vesting Order which approved the Sale Agreement between the Receiver in its capacity as Receiver of the Respondent and Renee Dubois, as purchaser made as of June 16, 2023. The sale transaction is scheduled to close on Tuesday August 8, 2023. The purchaser advised us yesterday that she no longer intends to be the purchaser, but instead would like her company to be named as the purchaser. Pursuant to directions from the Director of Titles, when title is being vested to a specific party by court order, the owner (purchaser) must be the same party that is intended in the court order. If it is not the same party, we are required to amend the court order to the name they wish the land to vest. We have been advised by the Court that the earliest date for a short motion is August 18, 2023. Unfortunately, the transaction is scheduled to close on August 8, 2023, and there are other urgent concerns including, the marina insurance expiring on August 16, 2023. Accordingly, we respectfully request that Justice Cornell, or any other Judge of this Honourable Court, sign the attached Order (Word and PDF) amending the Approval and Vesting Order today or at His or Her Honour's earliest convenience.

If His or Her Honour requires an case conference attendance or a formal motion, we can prepare materials for His or Her Honour.

Sincerely,



Joey Jamil (He/him) [Bio](#)
Associate

T. 416.360.3783

E. jjamil@robapp.com

ROBINS APPLEBY

BARRISTERS + SOLICITORS

Robins Appleby LLP | 2600-120 Adelaide St.W., Toronto, ON M5H
1T1 | <https://www.robinsappleby.com/>

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..--

THIS IS **EXHIBIT "2"** REFERRED TO IN
THE AFFIDAVIT OF **DOMINIQUE MICHAUD**
SWORN BEFORE ME BY VIDEO CONFERENCE
ON AUGUST 9, 2023

DocuSigned by:

Joey Jamil

B3F39200A61D40F...

A Commissioner, Notary, Etc.

Joey Jamil



Court File No.: CV-23-00011162-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE) **FRIDAY , THE 28th**
)
JUSTICE CORNELL) **DAY OF JULY, 2023**

BETWEEN:

**ELLIOT LAKE AND NORTH SHORE CORPORATION FOR BUSINESS
DEVELOPMENT and EAST ALGOMA COMMUNITY FUTURES
DEVELOPMENT CORPORATION/ALGOMA EST SOCIETE D'AIDE AU
DEVELOPPEMENT DES COLLECTIVITES**

Applicants

and

ALMENARA EN EL RIO INC.

Respondent

APPROVAL AND VESTING ORDER

THIS MOTION made by BDO Canada Limited ("**BDO**"), in its capacity as the Court-appointed receiver and manager (the "**Receiver**") of Almenara En El Rio Inc. ("**Almenara**") for the relief set out in the Notice of Motion dated July 24, 2023, including the approval of the sale transaction (the "**Transaction**") contemplated by a Sale Agreement between the Receiver in its capacity as Receiver of Almenara and Renee Dubois (the "**Purchaser**") made as of June 16, 2023 (the "**Sale Agreement**"), vesting in the Purchaser Almenara's (the "**Debtor**") right, title, benefit and interest in the assets described in the Sale Agreement (the "**Purchased Assets**") was heard this day by videoconference.

- 2 -

ON READING the Motion Record of the Receiver and the First Report of the Receiver dated July 24, 2023 (the "**Receiver's Report**"), the Confidential Supplement to the Receiver's Report dated July 24, 2023, the Affidavit of Dominique Michaud sworn July 24, 2023 (the "**Robins Fee Affidavit**"), the Affidavit of Ian Klaiman sworn July 20, 2023 (the "**LZW Fee Affidavit**") and the Affidavit of Gary Cerrato sworn July 20, 2023 (the "**BDO Fee Affidavit**"), and the Supplementary Motion Record dated July 27, 2023 ("**Supplementary Record**"), and on hearing the submissions of counsel for the Receiver and any such other counsel or individual as were present, no one appearing for any other person on the service list, although properly served as evidenced by the Affidavit of Rachel Cheung sworn July 27, 2023, filed.

1. **THIS COURT ORDERS** that unless otherwise defined herein or the context otherwise requires, capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Sale Agreement.
2. **THIS COURT ORDERS AND DECLARES** that the Transaction is hereby approved, and the execution of the Sale Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.
3. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Receiver's certificate to the Purchaser substantially in the form attached as **Schedule A** hereto (the "**Receiver's Certificate**"), all of Almenara's right, title, benefit and interest in and to the Purchased Assets described in the Sale Agreement shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise),

hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise, and all purchase and sale agreements entered into by Almenara (collectively, the “**Claims**”) including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Receivership Order dated April 28, 2023; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) those Claims listed on **Schedule B** hereto (all of which are collectively referred to as the “**Encumbrances**”, which term shall not include the permitted encumbrances, easements and restrictive covenants listed on **Schedule C**) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby terminated, expunged and discharged as against the Purchased Assets.

4. **THIS COURT ORDERS** that upon the registration in the applicable land registry office or land titles office of a Transfer/Deed of Land or equivalent document, or of an application for registration of this Order in the applicable prescribed form, the applicable land registrar or equivalent official is hereby directed to enter the Purchaser as the owner of the subject real property in fee simple, and is hereby directed to delete and expunge from title to the real property all of the Claims listed in **Schedule B** hereto.

5. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Receiver’s Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the

sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

6. **THIS COURT ORDERS AND DIRECTS** the Receiver to file with the Court a copy of the Receiver's Certificate forthwith after delivery thereof.

7. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of 102co and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of 102co;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of Almenara and shall not be void or voidable by creditors of Almenara, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

8. **THIS COURT ORDERS AND DECLARES** that the Transaction is exempt from Section 6(3) of the *Retail Sales Act* (Ontario).

9. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

ENTERED AT SUDBURY

This 28 day
Of July 20 23

Court No: 7712

BY: Marlene
Mrsnik

Digitally signed by
Marlene Mrsnik
Date: 2023.07.28 15:42:47
-04'00'



Schedule A- Form of Receiver's Certificate

Court File No.: CV-23-00011162-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

BETWEEN:

**ELLIOT LAKE AND NORTH SHORE CORPORATION FOR BUSINESS
DEVELOPMENT and EAST ALGOMA COMMUNITY FUTURES
DEVELOPMENT CORPORATION/ALGOMA EST SOCIETE D'AIDE AU
DEVELOPPEMENT DES COLLECTIVITES**

Applicants

and

ALMENARA EN EL RIO INC.

Respondent

RECEIVER'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable R.D. Gordon of the Ontario Superior Court of Justice (the "**Court**") dated April 28, 2023, BDO Canada Limited was appointed as receiver and manager (the "**Receiver**") of the assets, undertakings and properties of Almenara En El Rio Inc. ("**Almenara**").

B. Pursuant to an Order of the Court dated July 28, 2023, the Court approved the agreement of purchase and sale made as of June 16, 2023 (the "**Sale Agreement**") between the Receiver and Renee Dubois (the "**Purchaser**") and provided for the vesting in the Purchaser of Almenara's right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming: (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets, (ii) that the conditions to closing as set out in the Asset Purchase Agreement have been satisfied

or waived by the Receiver and the Purchaser, and (iii) the Transaction has been completed to the satisfaction of the Receiver.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to closing as set out in the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser, respectively; and
3. The Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at _____ [TIME] on _____ [DATE].

BDO Canada Limited, in its capacity as Receiver, and not in its personal capacity

Per: _____
Name:
Title:

Schedule B**A. Claims to be Deleted and Expunged from Title to Real Property**

1. Instrument No. AL85550 being a Transfer.
2. Instrument No. AL85551 being a Charge in favour of Elliot Lake and North Shore Corporation for Business Development.
3. Instrument No. AL85552 being a Charge in favour of East Algoma Community Futures Development Corporation.
4. Instrument No. AL86739 being a Notice of Pari Passu Agreement registered by Elliot Lake and North Shore Corporation for Business Development and East Algoma Community Futures Development Corporation.
5. Instrument No. AL209889 being a Certificate of Tax Arrears registered by the Corporation of the Town of Spanish.
6. Instrument No. AL264114 being a Court Order.

**Schedule C – Permitted Encumbrances, Easements and Restrictive Covenants
Related to the Real Property**

(Unaffected by the Vesting Order)

1. Instrument No. LT47276 being an Order regarding subdivision control.
2. Instrument No. 1R4013 being a Plan Reference.
3. Instrument No. 1R4319 being a Plan Reference.
4. Instrument No.LT166906 being a Notice registered by The Corporation of the Township of Shedden.
5. Instrument No. 1R8873 being a Plan Reference.

**ELLIOT LAKE AND NORTH - and- ALMENARA EN EL RIO INC.
SHORE CORPORATION
FOR BUSINESS
DEVELOPMENT et al.**

Applicants

Respondent

Court File No.: CV-23-00011162-0000

***ONTARIO*
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT SUDBURY

APPROVAL AND VESTING ORDER

ROBINS APPLEBY LLP

Barristers+ Solicitors
2600 - 120 Adelaide Street West
Toronto ON M5H 1T1

Dominique Michaud LSO No.: 56871V

Email: dmichaud@robapp.com
Tel: (416) 360-3795

Joseph Jamil LSO No.: 74614L

Email: jjamil@robapp.com
Tel: (416) 360-3783

Lawyers for the Receiver, BDO Canada Limited

THIS IS **EXHIBIT "3"** REFERRED TO IN
THE AFFIDAVIT OF **DOMINIQUE MICHAUD**
SWORN BEFORE ME BY VIDEO CONFERENCE
ON AUGUST 9, 2023

DocuSigned by:

B3E39200A51D40E

A Commissioner, Notary, Etc.
Joey Jamil



Court File No.: CV-23-00011162-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE) **FRIDAY, THE 28th**
)
JUSTICE CORNELL) **DAY OF JULY, 2023**

BETWEEN:

**ELLIOT LAKE AND NORTH SHORE CORPORATION FOR BUSINESS
DEVELOPMENT and EAST ALGOMA COMMUNITY FUTURES
DEVELOPMENT CORPORATION/ALGOMA EST SOCIETE D'AIDE AU
DEVELOPPEMENT DES COLLECTIVITES**

Applicants

and

ALMENARA EN EL RIO INC.

Respondent

**ORDER
(Distribution and Ancillary)**

THIS MOTION made by BDO Canada Limited ("**BDO**"), in its capacity as the Court-appointed receiver and manager (the "**Receiver**") of Almenara En El Rio Inc. ("**Almenara**") for the relief set out in the Notice of Motion dated July 24, 2023, including the approval of the proposed distributions set out in the First Report of the Receiver dated July 24, 2023 (the "**Receiver's Report**") was heard this day by videoconference.

ON READING the Motion Record of the Receiver and the First Report of the Receiver dated July 24, 2023 (the "**Receiver's Report**"), the Confidential Supplement to the Receiver's Report dated July 24, 2023, the Affidavit of Dominique Michaud sworn July 24, 2023 (the "**Robins Fee Affidavit**"), the Affidavit of Ian Klaiman sworn July 20, 2023 (the "**LZW Fee Affidavit**") and the Affidavit of Gary Cerrato sworn July 20, 2023 (the "**BDO Fee Affidavit**"),

- 2 -

and the Supplementary Motion Record dated July 27, 2023 (“**Supplementary Record**”), and on hearing the submissions of counsel for the Receiver and any such other counsel or individual as were present, no one appearing for any other person on the service list, although properly served as evidenced by the Affidavit of Rachel Cheung sworn July 27, 2023, filed.

Service

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion, the Motion Record, Supplementary Motion Record, and Factum is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service hereof.

Approval of Activities

2. **THIS COURT ORDERS** that the activities of the Receiver as described in the Receiver’s Report are hereby approved.

Distributions

3. **THIS COURT ORDERS** that the Receiver is hereby authorized to make distributions in accordance with paragraphs 46-50 of the Receiver’s Report.

Approval of Receiver’s Fees And Expenses

4. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its legal counsel as described in the Receiver’s Report, the BDO Fee Affidavit, the Robins Fee Affidavit and the LZW Fee Affidavit are hereby approved.

Sealing

5. **THIS COURT ORDERS** that the Confidential Supplement to the Receiver's Report dated July 24, 2023, and the appendices thereto are hereby sealed until the earlier of:

- (a) the closing of the Transaction; or
- (b) upon further order of the Court.

ENTERED AT SUDBURY

This 28 day
Of July 2023

Court No: 7712

BY: Marlene
Mrsnik

Digitally signed by
Marlene Mrsnik
Date: 2023.07.28
15:49:20 -04'00'



**ELLIOT LAKE AND NORTH - and- ALMENARA EN EL RIO INC.
SHORE CORPORATION
FOR BUSINESS
DEVELOPMENT et al.**

Applicants

Respondent

Court File No.: CV-23-00011162-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT SUDBURY

**ORDER
(Distribution and Ancillary)**

ROBINS APPLEBY LLP

Barristers+ Solicitors
2600 - 120 Adelaide Street West
Toronto ON M5H 1T1

Dominique Michaud LSO No.: 56871V

Email: dmichaud@robapp.com
Tel: (416) 360-3795

Joseph Jamil LSO No.: 74614L

Email: jjamil@robapp.com
Tel: (416) 360-3783

Lawyers for the Receiver, BDO Canada Limited

THIS IS **EXHIBIT "4"** REFERRED TO IN
THE AFFIDAVIT OF **DOMINIQUE MICHAUD**
SWORN BEFORE ME BY VIDEO CONFERENCE
ON AUGUST 9, 2023

DocuSigned by:

B3E39200A51D40F

A Commissioner, Notary, Etc.
Joey Jamil

Rachel Cheung

From: brookslaw@eastlink.ca <brookslaw@eastlink.ca>
Sent: Wednesday, August 2, 2023 4:45 PM
To: Kimberly Lexovsky <klexovsky@robapp.com>
Subject: RE: BDO as Receiver and Manager, sale of 57 Spanish Street, Spanish

CAUTION: External e-mail.

Hi – I just heard from Shayne Groulx who is Renee’s business partner. We discussed his involvement and title may be taken in the name of their company. He is checking with his accountant. I will advise you accordingly. It appears everything is a go for August 8, 2023 as my clients are in funds.

Regards,
Syd

From: Kimberly Lexovsky <klexovsky@robapp.com>
Sent: Wednesday, August 2, 2023 12:18 PM
To: brookslaw@eastlink.ca
Cc: Ladislav Kovac <lkovac@robapp.com>; Joey Jamil <jjamil@robapp.com>; Dominique Michaud <dmichaud@robapp.com>
Subject: RE: BDO as Receiver and Manager, sale of 57 Spanish Street, Spanish

Hi Sidney. Our emails just crossed. Please let us know if and when you receive a reply from Renee Dubois.

Thanks,



Kimberly Lexovsky | [Bio](#)
Law Clerk
T. 416.360.3722
E. klexovsky@robapp.com
ROBINS APPLEBY
BARRISTERS + SOLICITORS

From: brookslaw@eastlink.ca <brookslaw@eastlink.ca>
Sent: Wednesday, August 2, 2023 11:07 AM
To: Kimberly Lexovsky <klexovsky@robapp.com>
Subject: RE: BDO as Receiver and Manager, sale of 57 Spanish Street, Spanish

CAUTION: External e-mail.

Hi – I have not heard anything from Renee Dubois since June 29, 2023. I sent an e-mail this morning requesting instructions and if I hear anything I will advise you. As things stand it appears this deal is not proceeding.

From: Kimberly Lexovsky <klexovsky@robapp.com>
Sent: Tuesday, August 1, 2023 11:49 AM
To: brookslaw@eastlink.ca; Ladislav Kovac <lkovac@robapp.com>
Cc: Dominique Michaud <dmichaud@robapp.com>; Joey Jamil <jjamil@robapp.com>
Subject: BDO as Receiver and Manager, sale of 57 Spanish Street, Spanish
Importance: High

Good morning Sydney. I am the real estate clerk assisting on the sale of this property which, in accordance with the terms of the APS, is scheduled to close **August 8, 2023**. Kindly confirm the purchaser will be in a position to close that date.

We are drafting vendor closing documents on a rush basis to forward to you, including the statement of adjustments . In order that we may complete the draft closing documents, please advise how your client will take title ASAP and provide their HST number. Should there be any document unique to the conveyance of the marina or campground the purchaser may require, please forward a draft for our review.

We are aware of the Certificate of tax arrears on title. Pursuant to the Vesting Order this instrument will be included in the request for deletion by the Land Registrar. Secondly, as it is first priority in terms of distribution of funds, we will be paying the arrears from the sale proceeds. We are reaching out to the tax department for an update however; should you have a tax certificate we would appreciate receiving a copy.

Kimberly



Kimberly Lexovsky | [Bio](#)

Law Clerk

T. 416.360.3722

E. klexovsky@robapp.com

ROBINS APPLEBY

BARRISTERS + SOLICITORS

Robins Appleby LLP | 2600-120 Adelaide St.W., Toronto, ON M5H
1T1 | <https://www.robinsappleby.com/>

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..--

THIS IS **EXHIBIT "5"** REFERRED TO IN
THE AFFIDAVIT OF **DOMINIQUE MICHAUD**
SWORN BEFORE ME BY VIDEO CONFERENCE
ON AUGUST 9, 2023

DocuSigned by:

Joey Jamil

B3F39200A51D40E

A Commissioner, Notary, Etc.

Joey Jamil



Certificate of Incorporation

Certificat de constitution

Business Corporations Act

Loi sur les sociétés par actions

1000586947 ONTARIO LTD.

Corporation Name / Dénomination sociale

1000586947

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en vigueur le

July 05, 2023 / 05 juillet 2023

V. Quintanilla W.

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Incorporation is not complete without the Articles of Incorporation.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar



The certificate of constitution is not complete if the charter does not include the constitutive statutes.

Copie certifiée conforme du dossier du ministère des Services au public et aux entreprises.

V. Quintanilla W.

Directeur ou registraire

BCA - Articles of Incorporation - 1000586947 ONTARIO _TD- - OCN:1000586947 - July 05, 2023



Ministry of Public and Business Service Delivery

Articles of Incorporation

Business Corporations Act

1. Corporation Name

1000586947 ONTARIO _TD-

2. Registered Office Address

99 _ec air Ave, Timmors, Ontario, Canada, P4R 0C1

3. Number of Directors

Minimum/Maximum

Min 1 / Max 10

4. The first director(s) is/are:

Full Name

PHILIP BLACK

Resident Canadian

Yes

Address for Service

95 Fraser Street, Comraught, Ontario, Canada, P0N 1A0

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

Not applicable

6. The classes and any maximum number of shares that the corporation is authorized to issue:

Unlimited

The endorsed Articles of Incorporation are not complete without the Certificate of Incorporation.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

BCA - Articles of Incorporation - 1000586947 ONTARIO _TD- - OCN:1000586947 - July 05, 2023

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors' authority with respect to any class of shares which may be issued in series. If there is only one class of shares, enter "Not Applicable":

Not applicable

8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

Not applicable

9. Other provisions, if any. Enter other provisions, or if no other provisions enter "None":

Not applicable

10. The name(s) and address(es) of incorporator(s) are:

Full Name

PHILIP BLACK

Address for Service

95 Fraser Street, Cobourg, Ontario, Canada, P0N 1A0

The articles have been properly executed by the required person(s).

The endorsed Articles of Incorporation are not complete without the Certificate of Incorporation.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.



Director/Registrar, Ministry of Public and Business Service Delivery



Ministry of Public and
Business Service Delivery

Profile Report

1000586947 ONTARIO LTD. as of July 07, 2023

Act	Business Corporations Act
Type	Ontario Business Corporation
Name	1000586947 ONTARIO LTD.
Ontario Corporation Number (OCN)	1000586947
Governing Jurisdiction	Canada - Ontario
Status	Active
Date of Incorporation	July 05, 2023
Registered or Head Office Address	99 Leclair Avenue, Timmins, Ontario, Canada, P4R 0C1

Active Director(s) 1
Minimum Number of Directors 1
Maximum Number of Directors 10

Name PHILIP BLACK
Address for Service 95 Fraser Street, Cobourg, Ontario, Canada, P0N 1A0
Resident Canadian Yes
Date Began July 05, 2023

Name RENEE DUBOIS
Address for Service 99 Leclair Avenue, Timmins, Ontario, Canada, P4R 0C1
Resident Canadian Yes
Date Began July 07, 2023

Name SHAYNE GROUTX
Address for Service 125 Municipal Road, Cobourg, Ontario, Canada, P0N 1A0
Resident Canadian Yes
Date Began July 07, 2023

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla-W.
Director/Registrar

This report sets out the most recent information filed on or after June 27, 1992 in respect of corporations and April 1, 1994 in respect of Business Names Act and Limited Partnerships Act filings and recorded in the electronic records maintained by the Ministry as of the date and time the report is generated, unless the report is generated for a previous date. If this report is generated for a previous date, the report sets out the most recent information filed and recorded in the electronic records maintained by the Ministry up to the "as of" date indicated on the report. Additional historical information may exist in paper or microfiche format.

Active Officer(s)

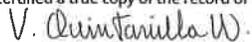
Name	RENEE DUBOIS
Position	President
Address for Service	99 Leclair Avenue, Timmors, Ontario, Canada, P4R 0C1
Date Began	July 07, 2023

Name	RENEE DUBOIS
Position	Treasurer
Address for Service	99 Leclair Avenue, Timmors, Ontario, Canada, P4R 0C1
Date Began	July 07, 2023

Name	SHAYNE GROUX
Position	Vice-President
Address for Service	125 Municipal Road, Corraught, Ontario, Canada, P0N 1A0
Date Began	July 07, 2023

Name	SHAYNE GROUX
Position	Secretary
Address for Service	125 Municipal Road, Corraught, Ontario, Canada, P0N 1A0
Date Began	July 07, 2023

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.



Director/Registrar

This report sets out the most recent information filed on or after June 27, 1992 in respect of corporations and April 1, 1994 in respect of Business Names Act and Limited Partnerships Act filings and recorded in the electronic records maintained by the Ministry as of the date and time the report is generated, unless the report is generated for a previous date. If this report is generated for a previous date, the report sets out the most recent information filed and recorded in the electronic records maintained by the Ministry up to the "as of" date indicated on the report. Additional historical information may exist in paper or microfiche format.

Corporate Name History

Name

1000586947 ONTARIO _TD-

Effective Date

July 05, 2023

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Active Business Names

This corporation does not have any active business names registered under the Business Names Act in Ontario.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

This report sets out the most recent information filed on or after June 27, 1992 in respect of corporations and April 1, 1994 in respect of Business Names Act and Limited Partnerships Act filings and recorded in the electronic records maintained by the Ministry as of the date and time the report is generated, unless the report is generated for a previous date. If this report is generated for a previous date, the report sets out the most recent information filed and recorded in the electronic records maintained by the Ministry up to the "as of" date indicated on the report. Additional historical information may exist in paper or microfiche format.

Expired or Cancelled Business Names

This corporation does not have any expired or cancelled business names registered under the Business Names Act in Ontario.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

This report sets out the most recent information filed on or after June 27, 1992 in respect of corporations and April 1, 1994 in respect of Business Names Act and Limited Partnerships Act filings and recorded in the electronic records maintained by the Ministry as of the date and time the report is generated, unless the report is generated for a previous date. If this report is generated for a previous date, the report sets out the most recent information filed and recorded in the electronic records maintained by the Ministry up to the "as of" date indicated on the report. Additional historical information may exist in paper or microfiche format.

Document List

Filing Name	Effective Date
CIA - Initial Return PAF: PHILIP BLACK	July 07, 2023
BCA - Articles of Incorporation	July 05, 2023

All "PAF" person authorizing information is displayed exactly as recorded in the Ontario Business Registry. Where PAF is not shown against a document, the information has not been recorded in the Ontario Business Registry.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

This report sets out the most recent information filed on or after June 27, 1992 in respect of corporations and April 1, 1994 in respect of Business Names Act and Limited Partnerships Act filings and recorded in the electronic records maintained by the Ministry as of the date and time the report is generated, unless the report is generated for a previous date. If this report is generated for a previous date, the report sets out the most recent information filed and recorded in the electronic records maintained by the Ministry up to the "as of" date indicated on the report. Additional historical information may exist in paper or microfiche format.

THIS IS **EXHIBIT "6"** REFERRED TO IN
THE AFFIDAVIT OF **DOMINIQUE MICHAUD**
SWORN BEFORE ME BY VIDEO CONFERENCE
ON AUGUST 9, 2023

DocuSigned by:

B3F39200A51D40F...

A Commissioner, Notary, Etc.
Joey Jamil

ASSIGNMENT AGREEMENT

THIS AGREEMENT MADE THIS 2ND DAY OF AUGUST 2023

BETWEEN:

RENEE DUBOIS,
of the City of Timmins, Province of Ontario

-AND-

1000586947 ONTARIO LTD.,
a company incorporated under the laws of the Province of Ontario

-AND-

BDO CANADA LIMITED,
in its capacity as receiver of Almenara En El Rio Inc.

WHEREAS “RENEE DUBOIS AND/OR ASSIGNS” entered into an Agreement of Purchase and Sale dated June 16, 2023 with “BDO CANADA LIMITED IN ITS CAPACITY AS RECEIVER OF ALMENARA EN EL RIO INC.” for the purchase of 57 Spanish Street in the Town of Spanish.

AND WHEREAS RENEE DUBOIS has elected to assign the above Agreement to her Limited company.

THIS AGREEMENT WITNESSES:

1. RENEE DUBOIS hereby assigns all her rights and interests under the agreement of purchase and sale dated June 16, 2023 between herself and BDO CANADA LIMITED IN ITS CAPACITY AS RECEIVER OF ALMENARA EN EL RIO INC. to 1000586947 ONTARIO LTD.
2. 1000586947 ONTARIO LTD. hereby accepts the above assignment and agrees to and with BDO CANADA LIMITED, in its capacity as receiver of Almenara En El Rio Inc., to complete the above-noted agreement of purchase and sale and be bound by the terms and covenants contained therein.


RENEE DUBOIS

1000586947 ONTARIO LTD.

Per: 
Renee Dubois, President

I have authority to bind the company

THIS IS **EXHIBIT "7"** REFERRED TO IN
THE AFFIDAVIT OF **DOMINIQUE MICHAUD**
SWORN BEFORE ME BY VIDEO CONFERENCE

ON AUGUST 9, 2023

DocuSigned by:

B3E39200A51D40E

A Commissioner, Notary, Etc.

Joey Jamil

Court File No.: CV-23-00011162-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE) _____, **THE** _____
)
JUSTICE) **DAY OF AUGUST, 2023**

BETWEEN:

**ELLIOT LAKE AND NORTH SHORE CORPORATION FOR BUSINESS
DEVELOPMENT and EAST ALGOMA COMMUNITY FUTURES
DEVELOPMENT CORPORATION/ALGOMA EST SOCIETE D'AIDE AU
DEVELOPPEMENT DES COLLECTIVITES**

Applicants

and

ALMENARA EN EL RIO INC.

Respondent

ORDER

THIS MOTION made by BDO Canada Limited (“**BDO**” or the “**Receiver**”), in its capacity as the Court-appointed receiver and manager (the “**Receiver**”) of Almenara En El Rio Inc. (“**Almenara**”), for an Order amending the Approval and Vesting Order of Justice Cornell dated July 28, 2023 (“**AVO**”) to substitute Renee Dubois as the Purchaser with 1000586947 Ontario Ltd. as Purchaser was read this day by videoconference.

ON READING the Affidavit of Dominique Michaud sworn August 9, 2023, no one appearing for any other person on the service list,

1. **THIS COURT ORDERS** that the AVO is hereby amended to substitute and replace Renee Dubois as the Purchaser with 1000586947 Ontario Ltd. as Purchaser.

**ELLIOT LAKE AND NORTH - and- ALMENARA EN EL RIO INC.
SHORE CORPORATION
FOR BUSINESS
DEVELOPMENT et al.**

Applicants

Respondent

Court File No.: CV-23-00011162-0000

***ONTARIO*
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT SUDBURY

ORDER

ROBINS APPLEBY LLP

Barristers+ Solicitors
2600 - 120 Adelaide Street West
Toronto ON M5H 1T1

Dominique Michaud LSO No.: 56871V

Email: dmichaud@robapp.com
Tel: (416) 360-3795

Joseph Jamil LSO No.: 74614L

Email: jjamil@robapp.com
Tel: (416) 360-3783

Lawyers for the Receiver, BDO Canada Limited

**ELLIOT LAKE AND NORTH - and -
SHORE CORPORATION
FOR BUSINESS
DEVELOPMENT et al.**

ALMENARA EN EL RIO INC.

Applicants

Respondent

Court File No.: CV-23-00011162-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT SUDBURY

AFFIDAVIT OF DOMINIQUE MICHAUD

ROBINS APPLEBY LLP

Barristers+ Solicitors
2600 - 120 Adelaide Street West
Toronto ON M5H 1T1

Dominique Michaud LSO No.: 56871V

Email: dmichaud@robapp.com
Tel: (416) 360-3795

Joseph Jamil LSO No.: 74614L

Email: jjamil@robapp.com
Tel: (416) 360-3783

Lawyers for the Receiver, BDO Canada Limited

**ELLIOT LAKE AND NORTH
SHORE CORPORATION FOR
BUSINESS DEVELOPMENT
et al.**

ALMENARA EN EL RIO INC.

Applicants

Respondent

Court File No.: CV-23-00011162-0000

ONTARIO
SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT **SUDBURY**

**SECOND SUPPLEMENTARY MOTION
RECORD OF THE RECEIVER,
BDO CANADA LIMITED**

ROBINS APPLEBY LLP
Barristers + Solicitors
2600 - 120 Adelaide Street West
Toronto, ON M5H 1T1

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Joey Jamil LSO No. 74614L
Email: jjamil@robapp.com
Tel: (416) 360-3783

Lawyers for the Court-Appointed Receiver, BDO
Canada Limited